

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE CITIGROUP  
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF Case

**OBJECTION TO PROPOSED SETTLEMENT**

Steve A. Miller, Trustee for and on behalf of the Steve A. Miller, P.C. Profit Sharing Plan, objects to the proposed class action settlement as stated below:

1. Objector Steve A. Miller, P.C. Profit Sharing Plan is a class member, having received written notice of same in the mail. See attached first page of Proof of Claim and Release form with assigned Claim No. 03002103. Steve A. Miller, P.C. Profit Sharing Plan purchased 9 shares of Citigroup, Inc. common stock on January 8, 2008 at \$27.26 per share and subsequently sold these shares on April 21, 2008 at \$24.32 per share and on June 3, 2008 at \$21.43 per share. See attached confirms.

2. A proposed class action settlement is intended to benefit all class members, consistent with Rule 23, Federal Rules of Civil Procedure and applicable law. Any such settlement must be fair, adequate and reasonable to all class members. Class members must be given an opportunity to convince the Court that the proposed settlement would not be fair, adequate or reasonable. *Mayfield v. Barr*, 985 F.2d 1090, 1092 (D.C. Cir. 1993). However, the burden of proof is on the proponent of the settlement, not objectors. *Manual for Complex Litigation* 4<sup>th</sup>, §21.634, p. 322.

3. This Court bears the responsibility to ensure that the recovery represents a reasonable compromise. Accordingly, it is the duty of this Court to assure itself, the class and

the public that the applicable and governing criteria material to the proposed settlement are present. Manual for Complex Litigation 4<sup>th</sup>, §21.61, p. 308. To assist this Court in this regard, Objector Steve A. Miller, P.C. Profit Sharing Plan asserts the following deficiencies in the proposed settlement:

(a) The claims procedure discourages rather than facilitates class member participation in the settlement. Despite the fact that Citigroup's records allow for notice to be sent directly to class members including assigned claim numbers, no class member can participate in the settlement without first submitting documentation supporting investment losses already known to Citigroup. Citigroup has the data and means to calculate and make class member distributions without forcing class members to provide documentation already known to Citigroup.

(b) Class counsel has applied for an attorneys' fee award of 16.5% of the \$590 Million Common Fund (\$97,350,000). This request is excessive. Class counsel's claimed lodestar is \$51,438,451 derived from 115,343 hours resulting in an average hourly rate for all personnel of \$446 (\$800 high end). The claimed lodestar is more than adequate compensation in this Circuit for the result achieved in this securities fraud action. In this Circuit, the district court is to act as a fiduciary who must serve as a guardian of the rights of absent class members and must approach attorneys' fee awards with an eye to moderation. *Goldberger v. Integrated Resources, Inc.*, 209 F.3d 43, 52-53 (2<sup>nd</sup> Cir. 2000). This Circuit refuses to adopt a percentage benchmark and instead requires the district court to step into the shoes of a reasonable, paying client who wishes to pay the least amount necessary to litigate the case effectively. *Goldberger, supra.*; *Arbor Hill Concerned Citizens Neighborhood Association v. County of Albany*, 522 F.3d 182, 184 (2<sup>nd</sup> Cir. 2008). Moreover, in mega-fund cases the court should be looking at a

percentage of recovery far less than the typical range and as low as 4%. Managing Class Action Litigation: A Pocket Guide for Judges 2d, p. 31. See also *In re: Nortel Networks Corp. Securities Litigation*, 539 F.3d 129, 134 (2<sup>nd</sup> Cir. 2008) (affirming district court order concluding that an award of 8.5% of recovery was excessive and that a 3% award was fair and reasonable.). Finally, it should be noted that any attorneys' fee award under the PSLRA must be limited to a reasonable percentage of the amount of any damages and prejudgment interest actually paid to the class. 15 U.S.C. 78u-4(a)(6).

4. Objector adopts any other bona fide objections by other class members.

5. For all of the foregoing reasons, Objector respectfully submits that the terms of the proposed settlement are not fair, adequate and reasonable to the absent class members.

**WHEREFORE**, Objector requests the following relief:

- (a) That the Court not approve the Settlement as proposed.
- (b) That the Court not approve the requested attorneys' fee.
- (c) That the Court enter such other Orders as may be necessary and just to effect substantial justice in this cause between the parties and the absent class members.

**INTENT TO BE HEARD**

Notice is hereby given that the undersigned intends to appear on behalf of Objector Steve A. Miller, P.C. Profit Sharing Plan at the Fairness Hearing scheduled for January 15, 2013 at 11:00 a.m. and requests to be heard. Any presentation will take no longer than 15 minutes.



Steve A. Miller, Trustee  
Steve A. Miller, P.C. Profit Sharing Plan  
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Denver, CO 80202  
Ph: 303-892-9933; Fax: 303-892-8925  
Email: [sampc01@gmail.com](mailto:sampc01@gmail.com)

**CERTIFICATE OF SERVICE**

I hereby certify that on the 20<sup>th</sup> day of December, 2012, I have filed and served via ECF Filing using the USDC SDNY ECF Electronic Filing System the foregoing Objection to Proposed Settlement and delivered via facsimile transmission a copy of the same to:

**Defendants' Counsel**

Brad S. Karp, Esq.  
Richard A. Rosen, Esq.  
Susanna M. Buerger, Esq.  
Jane B. O'Brien, Esq.  
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825 Third Avenue  
New York, NY 10022  
Fax: 212.751.2540

  
Steve A. Miller

Must be  
Postmarked  
No Later Than  
February 7, 2013

In re Citigroup Inc. Securities Litigation  
c/o GCG  
P.O. Box 9899  
Dublin, Ohio 43017-5799  
(877) 600-6533  
[www.citigroupsecuritiessettlement.com](http://www.citigroupsecuritiessettlement.com)



CII0403811195



283220 /1270/1 \*\*\*\*\*AUTO\*\*3-DIGIT 802  
STEVE A MILLER  
STEVE A MILLER PC PROFIT  
1625 LARIMER ST \*\*\*\*\*  
DENVER CO 80202-2329

Claim Number: 03002103

Control Number: 0035719905



## **PROOF OF CLAIM AND RELEASE**

**YOU MUST COMPLETE THIS CLAIM FORM AND SUBMIT IT BY FEBRUARY 7, 2013 TO BE ELIGIBLE TO SHARE IN THE SETTLEMENT.**

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Important - This form should be completed IN CAPITAL LETTERS using BLACK or DARK BLUE ballpoint/fountain pen. Characters and marks used should be similar in the style to the following:

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z 1 2 3 4 5 6 7 0

Account Number: [REDACTED]  
Page 1 of 3

**Mail To**

STEVE A MILLER TTEE  
STEVE A MILLER PC PROFIT  
SHARING PLAN U/A DTD 03/01/83  
FBO STEVE A MILLER  
1625 LARIMER NO2905  
DENVER CO 80202



Going paperless is easy. Log on to [www.schwab.com/paperless](http://www.schwab.com/paperless).

**Security Description**

		Action	BOUGHT		
CITIGROUP INC		Symbol:	C	Trade Date:	1/08/08
		Security No./Cusip:	172967-10-1	Settlement Date:	1/11/08
		Branch Code:	DNYY	Type:	Cash
Quantity	Price	Principal	Charges and/or Interest	Total Amount	
9	\$27.26	\$245.34	Commission: \$9.95	\$255.29	

**For all of the above:**  
Unless you have already instructed us differently, we will: hold this security in your account.  
Executed Over The Counter  
Unsolicited trade  
Capacity code A



6000361610102

Account Number: [REDACTED]  
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**Security Description**

	Action	SOLD		
CITIGROUP INC	Symbol:	C	Trade Date:	4/21/08
	Security No./Cusip:	172967-10-1	Settlement Date:	4/24/08
	Branch Code:	DNYY	Type:	Cash

Quantity	Price	Principal	Charges and/or Interest	Total Amount
8	\$24.32	\$194.56	Exch Proc Fee**: \$0.01 Commission: 8.95	\$185.60
<b>Totals</b>	<b>8</b>	<b>\$194.56</b>	<b>\$8.96</b>	<b>\$185.60</b>

**For all of the above:**

Unless you have already instructed us differently, we will: hold these proceeds in your account.

Executed Over The Counter

Unsolicited trade

\*\* Exch Proc Fee: This fee offsets processing costs incurred by Schwab for the exchange of securities - including those relating to assessments on broker-dealers by an exchange or other SRO - for equity, option, or other covered security sell transactions.

Capacity code A



G000425880420

Account Number: [REDACTED]  
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Security Description					
		Action	SOLD		
CITIGROUP INC		Symbol:	C	Trade Date: 6/03/08	
		Security No./Cusip:	172967-10-1	Settlement Date: 6/06/08	
		Branch Code:	DNYY	Type: Cash	
Quantity	Price	Principal	Charges and/or Interest		Total Amount
			Exch Proc Fee**:	\$ .01	
1	\$21.43	\$21.43	Commission:	8.95	\$12.47
Totals	1	\$21.43		\$8.96	\$12.47

**For all of the above:**

Unless you have already instructed us differently, we will: hold these proceeds in your account.

Executed Over The Counter

Unsolicited trade

\*\* Exch Proc Fee: This fee offsets processing costs incurred by Schwab for the exchange of securities - including those relating to assessments on broker-dealers by an exchange or other SRO - for equity, option, or other covered security sell transactions.

Capacity code A



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